PROVIDENT FINANCIAL HOLDINGS INC
Form 4
October 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BLUNDEN CRAIG G

(Last) (First) (Middle)

3756 CENTRAL AVENUE

(Street)

RIVERSIDE, CA 92506

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PROVIDENT FINANCIAL HOLDINGS INC [PROV]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $0.01	09/30/2014		A		30,000 (1)	A	$ 0	164,610 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common	$ 14.59	09/30/2014		A		43,000 (3)		09/30/2016	09/30/2024	Common Stock	43,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLUNDEN CRAIG G 3756 CENTRAL AVENUE RIVERSIDE, CA 92506	X		Chairman and CEO	

Signatures

/s/Craig G. Blunden	09/30/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects award of restricted stock under the Provident 2010 Equity Incentive Plan, 50% of which vest on September 30, 2016 and September 30, 2018, respectively.

(2) Includes 12,000 shares of restricted stock awarded under the Provident 2010 Equity Incentive Plan. Also includes indirect ownership of 29,057 shares held in the reporting person's 401(k) plan and 26,644 shares held in the Employee Stock Ownership Plan. Does not include an unknown number of shares held by the reporting person's souse, which the reporting person disclaims beneficial ownership as a result of a legal separation between the parties.

(3) Reflects the grant of options under the Provident 2010 Equity Incentive Plan, 50% of which vest on September 30, 2016 and September 30, 2018, respectively, with the entire grant expiring in ten years.

(4) Includes (a) 59,000 options granted under the Provident 2006 Equity Incentive Plan; and (b) 48,000 options granted under the Provident 2010 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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